

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></div> <div>Debtors.¹</div>	<div>PROMESA Title III</div> <div>Case No. 17 BK 3283-LTS (Jointly Administered)</div>
<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO</div> <div>as representative of</div> <div>PUERTO RICO ELECTRIC POWER AUTHORITY,</div> <div>Debtor.</div>	<div>PROMESA Title III</div> <div>Case No. 17 BK 4780-LTS</div>
<div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of PUERTO RICO ELECTRIC POWER AUTHORITY, and PUERTO RICO FISCAL AGENCY AND FINANCIAL ADVISORY AUTHORITY,</div> <div>Movants,</div> <div>v.</div> <div>OFFICIAL COMMITTEE OF UNSECURED CREDITORS, <i>et al.</i></div> <div>Respondents.</div>	<div>This Court Filing Relates Only to Case No. 17-BK- 4780-LTS</div>

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA", and together with the Commonwealth, COFINA, HTA, ERS, and PREPA, the "Debtors") (Bankruptcy Case No. 19-BK-5532-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**URGENT MOTION OF ALL PARTIES TO ENTER A
FIFTH REVISED ORDER EXTENDING AND ESTABLISHING CERTAIN
DEADLINES APPLICABLE TO THE JOINT MOTION OF PUERTO RICO ELECTRIC
POWER AUTHORITY AND AAFAF PURSUANT TO BANKRUPTCY CODE
SECTIONS 362, 502, 922, AND 928, AND BANKRUPTCY RULES 3012(A)(1) AND 9019
FOR ORDER APPROVING SETTLEMENTS EMBODIED IN THE RESTRUCTURING
SUPPORT AGREEMENT [ECF NO. 1235]**

To the Honorable United States District Judge Laura T. Swain:

The Puerto Rico Electric Power Authority (“PREPA”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the Debtors’ representative pursuant to section 315(b) of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF,” and together with PREPA and the Oversight Board, the “Government Parties”), The Official Committee of Unsecured Creditors (the “UCC”), Cortland Capital Market Services LLC, as Administrative Agent (“Cortland”), SOLA LTD, Solus Opportunities Fund 5 LP, Ultra Master LTD, and Ultra NB LLC (collectively, “Solus” and together with Cortland, the “FLL”), Unión de Trabajadores de la Industria Eléctrica y Riego (“UTIER”), and Sistema de Retiro de los Empleados de la Autoridad de Energía Eléctrica (“SREAEE,” together with the UCC, the FLL, and UTIER, the “Anticipated Objectors”)² (collectively, the “Parties” or individually, a “Party”) respectfully submit this urgent joint motion (the “Urgent Motion”) for an order extending the remaining deadlines set forth in the June 20, 2019 scheduling order (ECF No. 1366), as amended by Orders dated July 12, 2019 (ECF No. 1457), July 26, 2019 (ECF No. 1534), August 9, 2019 (ECF No. 1579), and September 13, 2019 (ECF No. 1639) concerning the

² In referring to the Anticipated Objectors, the Government Parties do not concede that any Anticipated Objector has standing to object to the 9019 Motion or to intervene in this contested matter. The Fee Examiner has also indicated that he is considering filing an objection. The Government Parties do not anticipate that U.S. Bank National Association as the PREPA Bond Trustee will oppose the 9019 Motion, but it has reserved all rights relating to the 9019 Motion at this time. The Government Parties reserve their rights to oppose participation by any of these entities, as appropriate.

Joint Motion of Puerto Rico Electric Power Authority and AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922, and 928, and Bankruptcy Rules 3012(a)(1) and 9019 for Order Approving Settlements Embodied in Restructuring Support Agreement [the “RSA”] and Tolling Certain Limitations Periods (ECF No. 1235 in Case No. 17-4780). A proposed order is attached hereto as **Exhibit A** (“Proposed Order”).

While depositions have commenced, the Parties request an extension of the schedule in order to accommodate certain scheduling conflicts. Specifically, the parties request an extension of the deadlines for the completion of fact discovery to permit the completion of previously noticed depositions as discussed among the parties, for the objectors to file objections, for service of expert reports, and for the commencement of expert depositions. The parties continue to discuss further revisions to the schedule but seek approval of their proposed modifications to these imminent deadlines while those discussions are ongoing. The requested extensions will not prejudice any Party and will permit the orderly and efficient completion of fact discovery. Aside from as set forth herein, the *Fourth Revised Order Extending and Establishing Certain Deadlines Applicable to the Joint Motion of Puerto Rico Electric Power Authority and AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922, and 928, and Bankruptcy Rules 3012(A)(1) and 9019 for Order Approving Settlements Embodied in the Restructuring Support Agreement [ECF No. 1235]*, ECF No. 1639, shall govern. Accordingly, the Parties propose the following revisions to the schedule for the 9019 Motion:

Event	Current Date	Proposed Date
Deadline for completion of fact discovery, limited to previously noticed depositions.	October 15, 2019	October 22, 2019

Event	Current Date	Proposed Date
Service of expert reports.	October 18, 2019	October 25, 2019
Deadline for Objectors to file objections, including any declarations in support of objections.	October 18, 2019	October 25, 2019
Commencement of expert depositions.	October 24, 2019	October 25, 2019

This stipulation incorporates the parties' prior agreement that no new fact discovery requests (subpoenas, document requests and depositions notices) will be issued on or after September 8, 2019 except to the extent permitted by Paragraph 2 in the accompanying proposed order.

For the foregoing reasons, the Parties respectfully request the Court enter the Proposed Order attached as Exhibit A.

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**Certification of Compliance with
Local Rule 9013-1 and the Tenth Amended Case Management Procedures**

Pursuant to Local Rule 9013-1 and ¶ I.H of the *Tenth Amended Notice, Case Management and Administrative Procedures*, the undersigned counsel hereby certify they have (a) carefully examined the matter and concluded there is a true need for an urgent extension; (b) not created the urgency through any lack of due diligence; and (c) made reasonable, good-faith communications in an effort to resolve or narrow the issues that are being brought to the Court.

Dated: October 16, 2019

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